

1 Patrick D. Robbins (SBN 152288)
2 *probbins@shearman.com*
3 SHEARMAN & STERLING LLP
4 535 Mission Street, 25th Floor
5 San Francisco, California 94105
6 Telephone: (415) 616-1100
7 Facsimile: (415) 616-1199

5 Adam S. Hakki (*pro hac vice* to be submitted)
ahakki@shearman.com
6 Daniel C. Lewis (*pro hac vice* to be submitted)
daniel.lewis@shearman.com
7 SHEARMAN & STERLING LLP
599 Lexington Avenue
8 New York, New York 10022-6069
Telephone: (212) 848-4000
9 Facsimile: (646) 848-4924

10 | Attorneys for the Underwriter Defendants

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

15 CHARLES BLOOM, et al.,
16 Plaintiffs,
17 vs.

Related Case No. 3:16-cv-02265-WHA

**STIPULATION OF PARTIES AND
[PROPOSED] ORDER
CONSOLIDATING CASES**

18 SUNEDISON , INC., et al.,
Defendants.

Judge: Hon. William Alsup

19 CHARLES BLOOM, et al..

Related Case No. 3:16-cv-04883-WHA

23 GOLDMAN, SACHS & CO., et al.,
Defendants.

1 WHEREAS, pursuant to Federal Rule of Civil Procedure 42(a), the parties in the above-
 2 captioned related actions entitled *Bloom, et al. v. SunEdison, Inc., et al.*, Case No. 3:16-cv-02265-
 3 WHA (“*Bloom I*”) and *Bloom, et al. v. Goldman, Sachs & Co., et al.*, Case No. 3:16-cv-04883-WHA
 4 (“*Bloom II*” and, together with *Bloom I*, the “*Bloom Actions*”), seek to have the Court consolidate
 5 the *Bloom Actions* so that they can be promptly transferred to the United States District Court for the
 6 Southern District of New York pursuant to this Court’s *Order (1) Denying Motions to Remand; (2)*
 7 *Granting Motions to Transfer; (3) Certifying Issue for Interlocutory Review; and (4) Staying*
 8 *Actions*, dated August 26, 2016; and

9 WHEREAS, the *Bloom Actions* have the same plaintiffs, were filed by the same counsel, and
 10 include allegations that plaintiffs purchased the same security and were misled by misrepresentations
 11 and/or omissions in certain offering materials concerning the strength and liquidity of SunEdison,
 12 Inc. during the same general time period; and

13 WHEREAS, prior to Defendants’ removal of *Bloom II*: (i) the defendants in *Bloom I* and
 14 three other actions deemed related thereto (collectively, the “Related Actions”) moved pursuant to
 15 28 U.S.C. § 1412 to transfer the Related Actions to the Southern District of New York; (ii) plaintiffs
 16 in each of the Related Actions moved to remand the Related Actions to San Mateo County Superior
 17 Court; and (iii) the parties’ motions for remand and transfer were fully briefed and the Court held a
 18 hearing to consider those motions;

19 WHEREAS, on August 26, 2016, in the Related Actions, the Hon. William H. Alsup entered
 20 an order: (i) denying plaintiffs’ motions to remand the Related Actions, (ii) granting defendants’
 21 motions to transfer the Related Actions, (iii) certifying for interlocutory review the question of
 22 whether Section 22(a) of the 1933 Securities Act bars removal of actions “related to” a bankruptcy
 23 case pursuant to 28 U.S.C. § 1452(a); and (iv) staying the Related Actions until September 5, 2016,
 24 unless plaintiffs file a petition pursuant to 28 U.S.C. § 1292(b), in which case the Related Actions
 25 are stayed until the United States Court of Appeals for the Ninth Circuit acts upon any such petition;

26 WHEREAS, the plaintiffs in the *Bloom Actions* did not file a petition seeking interlocutory
 27 review of the Court’s August 26, 2016 order as to *Bloom I*;

1 WHEREAS, the parties in the *Bloom* Actions agree to be bound by the Court's August 26,
 2 2016 order as to *Bloom II* without requiring the parties to separately brief motions to remand and
 3 transfer; and

4 WHEREAS, the parties agree that the Plaintiffs in the *Bloom* Actions reserve and have not
 5 waived their right to argue in *Bloom I* and *Bloom II* that the Southern District of New York lacks
 6 subject matter jurisdiction to hear the case in the event that the Ninth Circuit reverses this Court's
 7 August 26, 2016 order and that the Defendants reserve and have not waived their right to oppose
 8 such arguments.

9 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the
 10 undersigned attorneys for the respective parties, subject to the approval of the Court, as follows:

11 1. The above-captioned *Bloom* Actions are hereby consolidated before the undersigned
 12 Judge.

13 2. The *Bloom* Actions shall be transferred to the United States District Court for the
 14 Southern District of New York pursuant to 28 U.S.C. § 1412.

16 Dated: September 21, 2016

17 By: /s/ Patrick D. Robbins
 18 Patrick D. Robbins, SBN 152288
 19 SHEARMAN & STERLING LLP
 20 535 Mission Street, 25th Floor
 21 San Francisco, CA 94105
 22 Telephone: (415) 616-1210
 23 Facsimile: (415) 616-1199
 24 probbins@shearman.com

25 Adam S. Hakki (*pro hac vice* to be submitted)
 26 Daniel C. Lewis (*pro hac vice* to be submitted)
 27 SHEARMAN & STERLING LLP
 28 599 Lexington Avenue
 29 New York, NY 10022-6069
 30 Telephone: (212) 848-4000
 31 Facsimile: (646) 848-4924
 32 ahakki@shearman.com
 33 daniel.lewis@shearman.com

34 *Attorneys for the Underwriter Defendants*

1
2 Dated: September 21, 2016

By: /s/ John T. Jasnoch
John T. Jasnoch, SBN 281605
SCOTT+SCOTT, attorneys at law, LLP
707 Broadway, Suite 1000
San Diego, CA 92101
Telephone: 619/233-4565
619/233-0508 (fax)
jjasnoch@scott-scott.com

6
7
8
9 Attorneys for Plaintiffs

Dated: September 21, 2016

10 By: /s/ Jie (Lisa) Li
Jie (Lisa) Li (State Bar No. 260474)
WILMER CUTLER PICKERING
HALE AND DORR LLP
950 Page Mill Road
Palo Alto, CA 94304
Telephone: (650) 858-6000
Facsimile: (650) 858-6100
Lisa.Li@wilmerhale.com

11
12
13
14
15 Attorneys for Defendant Peter Blackmore

Dated: September 21, 2016

16 By: /s/ Sara B/ Brody
Sara B. Brody (State Bar No. 130222)
SIDLEY AUSTIN LLP
555 California Street, Suite 2000
San Francisco, California 94104
Telephone: (415) 772-1200
Facsimile: (415) 772-7400
sbrody@sidley.com

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18
19
20
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22
23
24
25
26
27
28 Attorneys for Defendants Ahmad Chatila,
Jeremy Avenier, Martin Truong,
Emmanuel Hernandez, Antonio Alvarez,
Clayton Daley, Jr., Georganne Proctor,
Steven Tesoriere, James Williams, Randy
Zwirn, and Brian Wuebbels

SIGNATURE ATTESTATION

I am the ECF User whose identification and password are being used to file the foregoing document. In compliance with Local Rule 5-1(i)(3), I hereby attest that concurrence in the filing of this document has been obtained from each signatory.

Dated: September 21, 2016

Respectfully submitted,

By: /s/ Patrick D. Robbins
Patrick D. Robbins, SBN 152288
SHEARMAN & STERLING LLP
535 Mission Street, 25th Floor
San Francisco, CA 94105
Telephone: (415) 616-1210
Facsimile: (415) 616-1199
probbins@shearman.com

Attorneys for the Underwriter Defendants

* * *

[PROPOSED] ORDER

Pursuant to stipulation, IT IS SO ORDERED.

DATED: September 21, 2016.


William H. Alsup
United States District Judge